

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
Caption in compliance with D.N.J. LBR 9004-1

GIBBONS P.C.

Karen A. Giannelli, Esq.
Mark B. Conlan, Esq.
Brett S. Theisen, Esq.
One Gateway Center
Newark, New Jersey 07102
Telephone: (973) 596-4500
Facsimile: (973) 596-0545
E-mail: kgiannelli@gibbonslaw.com
mconlan@gibbonslaw.com
btheisen@gibbonslaw.com

*Counsel to the Debtors
and Debtors-in-Possession*

In re:

NEW ENGLAND MOTOR FREIGHT, INC., *et al.*,

Debtors.¹

FILED
JEANNE A. NAUGHTON, CLERK

MAY 16 2019

U.S. BANKRUPTCY COURT
NEWARK, N.J.
BY  DEPUTY


Chapter 11

Case No. 19-12809 (JKS)

(Jointly Administered)

ORDER IN AID OF NEMF AUCTION SALE ORDER [ECF 434]

The relief set forth on the following pages, numbered two (2) through and including four (4), is hereby **ORDERED**.


HONORABLE JOHN K. SHERWOOD
UNITED STATES BANKRUPTCY JUDGE

Dated: May 16, 2019

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: New England Motor Freight, Inc. (7697); Eastern Freight Ways, Inc. (3461); NEMF World Transport, Inc. (2777); Apex Logistics, Inc. (5347); Jans Leasing Corp. (9009); Carrier Industries, Inc. (9223); Myar, LLC (4357); MyJon, LLC (7305); Hollywood Avenue Solar, LLC (2206); United Express Solar, LLC (1126); and NEMF Logistics, LLC (4666).

Page: 2
Debtors: New England Motor Freight, Inc., *et al.*
Case No.: 19-12809 (JKS)
Caption: Order, in Aid of NEMF Auction Sale Order [ECF 434]

Upon consideration of the Debtors' Motion for Entry of Order in Aid of the NEMF Auction Sale Order (defined below) (the "Motion"), supported by certification of counsel (the "Certification of Counsel"), requesting that the Court enter an Order, in Aid of Order (A) Authorizing the Debtors to Sell at Auction Substantially all of Debtor NEMF's Personal Property Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, (B) Approving Auction Procedures Relating to Such Auction Sales, and (C) Granting Related Relief (the "NEMF Auction Sale Order") (Docket No. 434); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Reference to the Bankruptcy Court Under Title 11 of the United States District Court for the District of New Jersey as amended on September 18, 2012 (Simandle, C.J.); and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that entry of this Order is authorized under the facts and circumstances given that the Order is both non-material and that no affected parties in interest have objected to entry of the Order; and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought by way of the Motion is in the best interests of the Debtors, their estates, creditors and parties in interest; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The provisions of paragraph 6 of the NEMF Auction Sale Order are supplemented to provide that T&M, acting through any of Stacy Tracy, Jessup Wilson, David Schloemer, Lynn Juhl, Stacey Groene, Renae Hevlin and Kathy Belak is hereby authorized with respect to the

Page: 3
Debtors: New England Motor Freight, Inc., *et al.*
Case No.: 19-12809 (JKS)
Caption: Order in Aid of NEMF Auction Sale Order [ECF 434]

Equipment only, on behalf of each Secured Lender, to execute and deliver release of lien letters or other instruments required by the State of New Jersey Motor Vehicle Commission (“NJMVC”) or other State motor vehicle agency in order to comply with the release of lien requirements of the NJMVC or other State motor vehicle agency requirements (the “Additional Title Documents”).

Such authorization is the following:

- a. Execution and delivery of release of lien letters on T&M official letterhead, substantially in the form attached hereto as Exhibit A, identifying the specific vehicle(s) by year, make, model and Vehicle Identification Number (VIN), which vehicles may be identified by way of a list appended to the applicable letter; and
 - b. The release of any Secured Lender lien on any original certificates of title and stamped “paid” by company stamp of T&M or by any one of its authorized individuals identified above.
3. For purposes of this Order, the term “Secured Lender” includes the following (and their respective affiliates and predecessors): (i) JPMorgan Chase Bank, N.A., (ii) TD Bank, N.A., (iii) East West Bank, (iv) Santander Bank, (v) Capital One, N.A., (vi) Wells Fargo Equipment Finance, Inc., (vii) Fifth Third Bank, (viii) Mercedes-Benz Financial Services USA, LLC, (ix) Webster Capital Finance, Inc., and (x) Volvo Financial Services (VFS US, LLC).

Page: 4

Debtors: New England Motor Freight, Inc., *et al.*

Case No.: 19-12809 (JKS)

Caption: Caption: Order, In Aid of NEMF Auction Sale Order [ECF 434]

4. Nothing herein shall affect the finality of the NEMF Auction Sale Order. All parties' rights are preserved, and nothing in this Order or any action taken to consummate the auction sales shall be deemed to impair, compromise or bind the parties, including without limitation, (i) claims of cross collateralization, (ii) allocation of sales proceeds, (iii) valuation, (iv) deficiency claims against the Debtors, or (v) any other theory relating to the rights to sale proceeds or claims against the Debtors' bankruptcy estates.

5. Nothing herein shall affect the requirements set forth in paragraph 6 of the Auction Sale Order for release of the Title Documents (as defined therein), which requirements shall also apply to the release of the Additional Title Documents.

6. This Court shall retain exclusive jurisdiction over any and all disputes arising under or otherwise relating to the construction, performance, interpretation and enforcement of the terms and provisions of this Order.

EXHIBIT A

[TAYLOR & MARTIN LETTERHEAD]
1865 N. Airport Road • Fremont, NE 68025 • 402.721.4500

[Date]

New Jersey Motor Vehicle Commission

Re: Release of Certain Liens on Vehicles Owned
by New England Motor Freight Company

To Whom it May Concern:

Pursuant to authority granted to Taylor & Martin, Inc. - Auctioneers ("T&M") to release liens from New Jersey certificates of title on behalf of secured lenders holding such liens as more particularly set forth in the Order in Aid of NEMF Auction Sale Order entered on May __, 2019 in the United States Bankruptcy Court for the District of New Jersey in case entitled *New England Motor Freight, Inc. et. al.*, Case No. 19-12809, you are hereby notified that [Lender] no longer has a security interest(s) or lien(s) in connection with the _____ units shown on Schedule A attached hereto identified by year, make, model and VIN that are owned by New England Motor Freight, Inc., I-71 North Ave. East, Elizabeth, NJ 07201. You may contact T&M at the above address and telephone number.

TAYLOR & MARTIN, INC. - AUCTIONEERS, on behalf of
[LENDER],

By _____

ACKNOWLEDGMENT

STATE OF _____)
COUNTY OF _____) ss

I certify that on _____, 2019 _____ personally came before me and acknowledged under oath, to my satisfaction, that this person:

- (a) is named in and personally signed the attached document as the _____ of Taylor & Martin, Inc. - Auctioneers; and
- (b) signed and delivered this document as his act and deed, as an authorized representative of Taylor & Martin, Inc. - Auctioneers on behalf of [Name of Lender].

Notary Public

My commission expires _____

Imaged Certificate of Notice Page 7 of 7

United States Bankruptcy Court
District of New Jersey

In re:
New England Motor Freight, Inc.
Debtor

Case No. 19-12809-JKS
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0312-2

User: admin
Form ID: pdf903

Page 1 of 1
Total Noticed: 8

Date Rcvd: May 16, 2019

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 18, 2019.

db +New England Motor Freight, Inc., 1-71 North Ave E, Elizabeth, NJ 07201-2958
aty +Brent C. Strickland, Whiteford, Taylor & Preston L.L.P., 7501 Wisconsin Avenue, Suite 700W,
Bethesda, MD 20814-6521
aty +Gibbons, P.C., One Gateway Center, Newark, NJ 07102-5321
aty Howard A. Cohen, Gibbons P.C., 300 Delaware Avenue, Suite 1015, Wilmington, DE 19801-1671
aty Jeffrey L. Nagel, Gibbons P.C., One Pennsylvania Plaza, 37th Floor,
New York, NY 10119-3701
aty +Todd M. Brooks, Whiteford, Taylor & Preston L.L.P., 7 St. Paul Street, Suite 1500,
Baltimore, MD 21202-1636
aty +WASSERMAN, JURISTA & STOLZ, P.C., 110 Allen Road, Suite 304,
Basking Ridge, NJ 07920-4500
aty +Whiteford Taylor & Preston, Seven Saint paul St. Ste 1800, Baltimore, MD 21202-1639

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: May 18, 2019

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 16, 2019 at the address(es) listed below:
NONE. TOTAL: 0